

Intent to Purchase Outline

The Company offers to purchase Tim Wilde's entire ownership stake in Dynamic Network Services, Inc. and to terminate its consulting arrangement with Tim Wilde.

Transition Process Overview

The transition plan is broken into three phases (Agreement, Closing, and Transition). The dates for these phases are below:

- ☐ Agreement: Ongoing
- ☐ Closing: February 1, 2006
- ☐ Completion of Transition: May 1, 2006

Agreement Phase

All parties discuss agreement points and work with Michael Refolo to draft a document that is agreeable to all parties. Concurrently, a system administration position is created and potential candidates are screened.

Closing Phase

The documents required are signed. A new hire is selected to perform System Administration. A conversation between Chris Smith and Tim Wilde, then Board of Directors occurs to encourage Chris to stay with the Company. A company announcement is made to all employees.

What Tim Wilde will provide at Closing:

- ☐ An assignment confirming the Company's ownership of all intellectual property developed by Tim in the course of his work for the Company, effective May 1, 2006
- ☐ Clear and free title to all (36) outstanding shares, effective May 1, 2006
- ☐ Non-compete for a duration of four years, effective May 1, 2006
- ☐ Non-disclosure for a duration of four years, effective May 1, 2006
- ☐ Mutual Release of Consulting and Shareholders Agreements, effective May 1, 2006

What the Company will provide at Closing:

- ☐ Payment of \$55,000 to Tim Wilde
- ☐ Mutual Release of Consulting and Shareholders Agreements, effective May 1, 2006
- ☐ Provide security interest, effective May 1, 2006 to Tim Wilde, for those shares purchased, decreasing proportionately to remaining balance of payment.

Transition Phase

All parties work to train new hire and transition job duties and responsibilities as appropriate over a three month period.

What Tim Wilde will provide throughout the Transition Phase:

- ☐ Documentation and training of replacement staff

What the Company will provide upon completion of the Transition Phase:

- ☐ Payment of \$55,000 to Tim Wilde
- ☐ \$140,000/year paid monthly, 20% increase each year for six years
- ☐ \$1.5M total (see payment schedule, below)
- ☐ Commencement of monthly payments
- ☐ Email forwarding for four years
- ☐ Reasonable amount of Company Services for personal use for four years
- ☐ Employment references
- ☐ Transfer of ownership of computer equipment in personal possession
- ☐ K-1 Tax liability payments for tax years 2005 and 2006

Responsibilities documented and transferred

- ☐ New SA:
 - ☐ System administration and installation
 - ☐ Level 3 support
 - ☐ Level 2 abuse
 - ☐ Server deployments
 - ☐ Scripting
 - ☐ Network management
 - ☐ On-call rotation
- ☐ Jeremy:
 - ☐ Support/sales policy and oversight
 - ☐ Any remaining official Company accounts/relationships
 - ☐ Merchant account, Tucows, American Express, Vendor accounts
 - ☐ Merchant account security compliance (shared with Tom)
- ☐ Tom:
 - ☐ Abuse policy setting / oversight
 - ☐ Merchant account security compliance (shared)
 - ☐ Hardware
 - ☐ Database administration
 - ☐ Network, hardware, and systems administration oversight

Payment Schedule

Date of Check	Amount
1-Feb-06	\$55,000
1-May-06	\$55,000
1-May-06	\$11,667
1-Jun-06	\$11,667
1-Jul-06	\$11,667
1-Aug-06	\$11,667
1-Sep-06	\$11,667
1-Oct-06	\$11,667
1-Nov-06	\$11,667
1-Dec-06	\$11,667
1-Jan-07	\$11,667
1-Feb-07	\$11,667
1-Mar-07	\$11,667
1-Apr-07	\$11,667
1-May-07	\$14,000
1-Jun-07	\$14,000
1-Jul-07	\$14,000
1-Aug-07	\$14,000
1-Sep-07	\$14,000
1-Oct-07	\$14,000
1-Nov-07	\$14,000
1-Dec-07	\$14,000
1-Jan-08	\$14,000
1-Feb-08	\$14,000
1-Mar-08	\$14,000
1-Apr-08	\$14,000
1-May-08	\$16,800
1-Jun-08	\$16,800
1-Jul-08	\$16,800
1-Aug-08	\$16,800
1-Sep-08	\$16,800
1-Oct-08	\$16,800
1-Nov-08	\$16,800
1-Dec-08	\$16,800
1-Jan-09	\$16,800
1-Feb-09	\$16,800
1-Mar-09	\$16,800
1-Apr-09	\$16,800
1-May-09	\$20,160
1-Jun-09	\$20,160
1-Jul-09	\$20,160
1-Aug-09	\$20,160

1-Sep-09	\$20,160
1-Oct-09	\$20,160
1-Nov-09	\$20,160
1-Dec-09	\$20,160
1-Jan-10	\$20,160
1-Feb-10	\$20,160
1-Mar-10	\$20,160
1-Apr-10	\$20,160
1-May-10	\$24,192
1-Jun-10	\$24,192
1-Jul-10	\$24,192
1-Aug-10	\$24,192
1-Sep-10	\$24,192
1-Oct-10	\$24,192
1-Nov-10	\$24,192
1-Dec-10	\$24,192
1-Jan-11	\$24,192
1-Feb-11	\$24,192
1-Mar-11	\$24,192
1-Apr-11	\$24,192
1-May-11	\$29,030
1-Jun-11	\$29,030
1-Jul-11	\$29,030
1-Aug-11	\$29,030
1-Sep-11	\$29,030
1-Oct-11	\$29,030
1-Nov-11	\$29,030
1-Dec-11	\$29,030
1-Jan-12	\$29,030
1-Feb-12	\$29,030
1-Mar-12	\$29,030
1-Apr-12	\$29,030
Total Payment:	\$1,500,189